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**UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF PENNSYLVANIA**

VOLKSWAGEN GROUP OF AMERICA, INC.,

Plaintiff,

v.

BRONSBURG & HUGHES PONTIAC, INC. d/b/a
WYOMING VALLEY AUDI,

Defendant.

Case No. 3:16-cv-02470-JEJ

Judge John E. Jones III

**MOTION OF NORTH AMERICAN AUTOMOTIVE SERVICES, INC., *ET AL.*
TO INTERVENE AS A RIGHT, OR IN THE ALTERNATIVE,
FOR PERMISSIVE INTERVENTION, MOTION TO QUASH VOLKSWAGEN
GROUP OF AMERICA, INC.'S THIRD-PARTY SUBPOENAS,
AND MOTION TO DISSOLVE PRELIMINARY INJUNCTION**

Intervenor-Plaintiffs North American Automotive Services, Inc. d/b/a
Napleton Automotive Group ("Napleton"), Napleton Orlando Imports, LLC d/b/a
Napleton's Volkswagen of Orlando, Napleton Sanford Imports, LLC d/b/a

Napleton's Volkswagen of Sanford, and Napleton Automotive of Urbana, LLC d/b/a Napleton Volkswagen of Urbana (the Napleton Volkswagen entities collectively referred to as the "Napleton VW Dealers"), by and through their counsel, respectfully move this Court to intervene as of right in this action pursuant to Rule 24(a)(2) of the Federal Rules of Civil Procedure. As a party to the Asset and Real Estate Purchase Agreement (the "APA"), Napleton has an interest relating to the transaction and the property that are the subject of this lawsuit. Napleton is, therefore, entitled to intervene as a matter of right under Rule 24(a)(2). Plaintiff Volkswagen Group of America's ("VW Group") claims have already impaired, and could impair further, Napleton's rights under the APA, and VW Group's actions in this suit are part of a concerted effort by VW Group to gain unlawful leverage over Napleton and the Napleton VW Dealers, which have pending litigation against VW Group. Because neither Napleton's interests relating to the subject property and transaction, nor VW Group's specific acts aimed at punishing the Napleton and the Napleton VW Dealers through abuse of process, are adequately represented by any existing party to this action, Napleton and the Napleton VW Dealers seek to intervene in order to protect those interests.

In the alternative, Intervenor-Plaintiffs move this Court for permissive intervention pursuant to Rule 24(b)(1)(B) of the Federal Rules of Civil Procedure. In addition to Napleton's interests relating to the subject property and transaction,

many of the claims raised by the Intervenor-Plaintiffs in their Intervenor Complaint share common questions of law and/or fact with the current action, in some instances, arise out of VW Group's acts in this action.

The Intervenor-Plaintiffs' proposed Intervenor Complaint is attached as Exhibit A to the Declaration of Bruce Etheridge, accompanying this motion.

The Intervenor-Plaintiffs further move for an order pursuant to Rule 45 of the Federal Rules of Civil Procedure to quash the third-party subpoenas served by VW Group, between January 27 and February 1, 2017, as irrelevant and abusive, now that the Audi franchise has been removed from the proposed transaction at VW Group's request.

The Intervenor-Plaintiffs further move for an order dissolving the preliminary injunction granted by this Court on January 18, 2017 (Dkt. No. 30) and extended on February 2, 2017 (Dkt. No. 38), as it is no longer necessary to protect VW Group's interests and, in fact, will result in the termination of the pending transaction if it is allowed to continue, doing great harm to Napleton.

Dated: March 2, 2017

Respectfully submitted,

By: /s/ Kathryn L. Simpson
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